



CVRC Board
Staff Report – Page 1
Item No. 3

DATE: May 24, 2007

TO: Honorable Mayor and City Council
CVRC Board of Directors
Redevelopment Agency Board of Directors

VIA: Ann Moore, City Attorney/Agency Counsel *AM.*

FROM: Michael J. Shirey, Deputy City Attorney/Assistant Agency Counsel *MS*

SUBJECT: CVRC Structure Reorganization

BACKGROUND:

At the March 22, 2007 meeting of the Chula Visa Redevelopment Corporation ("CVRC"), Redevelopment Agency ("Agency") and City Council ("Council") the CVRC recommended by resolution that the Agency and Council approve the Council Subcommittee Report on the CVRCs Structure and Operations and directed staff to prepare the necessary amendments to the CVRCs legal and operating documents to implement the Council Subcommittee's recommendation.

Subsequent to adoption of the above-referenced recommending resolution, the Council and Agency approved by resolution the Council Subcommittee Report on the CVRCs Structure and Operations and directed staff to prepare the necessary amendments to the CVRCs legal and operating documents to implement the Council Subcommittee's recommendation.

DISCUSSION:

As discussed above, at the March 22, 2007 meeting of the CVRC, Agency and Council, the Agency and Council adopted a number of recommendations to restructure the CVRC Board of Directors while retaining the Redevelopment Advisory Committee. Included among these was a recommendation to remove the Council Members from the Board of Directors and to have the Council appoint five (5) residents with expertise in specific areas of development and business. To accomplish this change the following documents must be modified:

1. Articles of Incorporation

The Articles of Incorporation set out the membership requirements, including the five (5) City Directors. The amendment to this document will require the consent of the majority of the City Directors (please see Attachment 1). Once this amendment has been acted upon by the City Directors the amended Articles of Incorporation will be filed with the California Secretary of State (please see Attachment 2).

2. Bylaws

Article VII of the Bylaws addresses the CVRCs Board of Directors. To implement the approved Council Subcommittee recommendations regarding the revised make up of the Board of Directors, Article VII, Section 2(a) must be amended. Section 2(a) identifies the existing number and make up of the Board of Directors. This section is being amended to indicate that there will be up to nine (9) Directors none of whom shall be the duly elected or appointed members of the Council (please see Attachment 3).

3. Chapter 2.55 of the Municipal Code

This Chapter sets out the regulations governing the CVRC. The membership requirements are located in Section 2.55.090. To implement the approved Council Subcommittee recommendations regarding the revised make up of the Board of Directors, Section 2.55.090 is being amended to indicate that there will be up to nine (9) Directors none of whom shall be the duly elected or appointed members of the Council (please see Attachment 4).

In the interim, the CVRC may provide direction to Redevelopment staff to prepare the necessary documents to begin recruiting applicants to fill the anticipated vacancies that will be created by this modification to the CVRCs membership.

ENVIRONMENTAL DETERMINATION:

Staff has reviewed the proposed activity for compliance with the State of California Environmental Quality Act ("CEQA"), *California Public Resources Code Section 21000 et seq.*, and has determined that the activity is not a "Project" as defined under Section 15378(b)(5) of the State CEQA Guidelines, therefore, pursuant to Section 15060(c)(3) of the State CEQA Guidelines the activity is not subject to CEQA.

DECISION MAKER CONFLICTS:

Staff has reviewed the decision contemplated by this action and has determined that it is not site specific and consequently the 500 foot rule found in *California Code of Regulations* section 18704.2(a)(1) is not applicable to this decision.

RECOMMENDATION:

- 1) That the CVRC City Directors adopt a resolution:

Amending the CVRC Articles of Incorporation to remove the City Council members from the CVRC Board of Directors.

- 2) That the CVRC adopt a resolution:

Amending the CVRC Bylaws to remove the City Council members from the CVRC Board of Directors.

- 3) That the CVRC and Redevelopment Agency adopt a resolution:

Recommending that the City Council amend Chapter 2.55, Section 2.55.090 of the Chula Vista Municipal Code to remove the City Council members from the CVRC Board of Directors.

- 4) That the City Council place ordinance on first reading:

Amending Chapter 2.55, Section 2.55.090 of the Chula Vista Municipal Code to remove the City Council members from the CVRC Board of Directors.

ATTACHMENTS:

1. CVRC Amended Articles of Incorporation
2. Certificate of Amendment for the CVRC Amended Articles of Incorporation

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3. CVRC Amended Bylaws
4. Amendment to Municipal Code Chapter 2.55.
5. CVRC City Director resolution amending the CVRC Articles of Incorporation to remove the City Council Members from the CVRC Board of Directors.
6. CVRC resolution amending the CVRC Bylaws to remove the City Council Members from the CVRC Board of Directors.
7. CVRC and Redevelopment Agency joint resolution recommending that the City Council amend Chapter 2.55, Section 2.55.090 of the Chula Vista Municipal Code to remove the City Council Members from the CVRC Board of Directors.
8. City Council ordinance amending Chapter 2.55, Section 2.55.090 of the Chula Vista Municipal Code to remove the City Council Members from the CVRC Board of Directors.

ATTACHMENT 1
ARTICLES OF INCORPORATION
OF
CHULA VISTA REDEVELOPMENT CORPORATION

I.

The name of this corporation is the CHULA VISTA REDEVELOPMENT CORPORATION.

II.

A. This corporation is a nonprofit public benefit corporation and is not organized for the private gain of any person. It is organized under the Nonprofit Public Benefit Corporation Law for charitable purposes.

B. The specific and primary purpose of this corporation is to carry out planning and redevelopment activities within such geographical area(s) of Chula Vista as the Chula Vista City Council may designate from time to time by ordinance or resolution. This corporation is organized and shall be operated exclusively for charitable purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code").

C. All of this corporation's income will be used to carry out the purposes and functions of the corporation.

III.

If the City Council of the City of Chula Vista ever determines that the corporation shall not carry out any planning or redevelopment activities within any area of the City of Chula Vista, this corporation shall thereupon be dissolved.

IV.

This corporation's Board of Directors shall have nine (9) directors, ~~five (5), of whom shall be the persons serving as the duly elected or appointed and qualified members of the City Council of the City of Chula (hereinafter referred to as "City Directors")~~ none of whom shall be persons serving as the duly elected or appointed members of the City Council of the City of Chula Vista.

V.

The name and address in the State of California of this corporation's initial agent for service of process is:

Ann Moore

City Attorney, City of Chula Vista

276 Fourth Avenue

Chula Vista, CA 91910

VI.

A. Notwithstanding any provision contained in these Articles or in any other governing instrument of this corporation, this corporation shall not carry on any activities not permitted to be carried on (a) by a corporation exempt from federal income tax under Section 501(c)(3) of the Code or the corresponding provision of any future United States

internal revenue law, or (b) by a corporation to which contributions are deductible under Section 170(c)(2) of the Code or the corresponding provision of any future United States internal revenue law.

B. No substantial part of the activities of this corporation shall consist of carrying on propaganda, or otherwise attempting to influence legislation, and this corporation shall not participate or intervene in any political campaign (including the publishing or distribution of statements) on behalf of any candidate for public office.

C. Notwithstanding any provision contained in these Articles or in any other governing instrument of this corporation, this corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the purposes of this corporation.

VII.

The property of this corporation is irrevocably dedicated to charitable purposes and no part of the net income or assets of this corporation shall ever inure to the benefit of any director, officer or member hereof or to the benefit of any private person. Upon the dissolution or winding up of this corporation, its assets remaining after payment, or provision for payment, of all of its debts and liabilities shall be distributed to the Redevelopment Agency of the City of Chula Vista provided that it is then an organization described in Section 170(c)(1) of the Code or the corresponding provision of any future United States internal revenue law; and if not, such assets shall be distributed to a nonprofit fund, foundation or corporation designated by the Board of Directors of this corporation which is organized and operated exclusively for charitable, educational or scientific purposes and which has established its tax exempt status under Section

501(c)(3) of the Code or the corresponding provision of any future United States internal revenue law.

VIII.

These Articles may not be amended without the prior written consent of a majority of the ~~City Directors then in office~~ members of the Chula Vista City Council.

Dated: , 2005

Incorporator

The undersigned hereby declares that he/she is the person who executed the foregoing Articles of Incorporation, which execution is his/her act and deed.

ATTACHMENT 2

**CERTIFICATE OF AMENDMENT
OF ARTICLES OF INCORPORATION**

The undersigned certify that:

1. They are the Chair and the Secretary, respectively, of THE CHULA VISTA REDEVELOPMENT CORPORATION, a California nonprofit public benefit corporation.
2. Article IV and Article VIII of the Articles of Incorporation of this corporation are respectively amended to read as follows

IV.

This corporation's Board of Directors shall have nine (9) directors, none of whom shall be persons serving as the duly elected or appointed members of the City Council of the City of Chula Vista.

VIII.

These Articles may not be amended without the prior written consent of a majority of the members of the Chula Vista City Council.

3. The foregoing amendment of Articles of Incorporation has been duly approved by the board of directors.
4. The corporation has no members.

We further declare under penalty of perjury under the laws of the State of California that the matters set forth in this certificate are true and correct of our own knowledge.

DATE: _____

Cheryl Cox, Chair of the Board of Directors

Susan Bigelow, Secretary

ATTACHMENT 3

BYLAWS

OF

**CHULA VISTA REDEVELOPMENT CORPORATION
a California Nonprofit Public Benefit Corporation**

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**BYLAWS
OF
CHULA VISTA REDEVELOPMENT CORPORATION**
a California Nonprofit Public Benefit Corporation

**ARTICLE I
NAME**

The name of this corporation shall be the CHULA VISTA REDEVELOPMENT CORPORATION.

**ARTICLE II
OFFICES**

Section 1. Principal Office. The principal office for the transaction of the business of the corporation ("principal executive office") is located at 276 Fourth Avenue, Chula Vista, State of California. The directors may change the principal office from one location to another in the City of Chula Vista. Any change of this location shall be noted by the secretary on these Bylaws opposite this section, or this section may be amended to state the new location.

Section 2. Other Offices. The board of directors may at any time establish branch or subordinate offices at any place or places in the City of Chula Vista where the corporation is qualified to do business.

**ARTICLE III
PURPOSES AND OBJECTIVES**

Section 1. Specific Purpose. The specific and primary purpose of this corporation is to carry out planning and redevelopment activities within such geographical area(s) of Chula Vista as the Chula Vista City Council may designate from time to time by ordinance or resolution, including:

(a) the conduct of delegable functions and responsibilities of the Planning Commission and the Redevelopment Agency of the City of Chula Vista;

(b) the development of recommendations to the City Council and Redevelopment Agency of the City of Chula Vista regarding non-delegable actions of those governing bodies;

(c) the conduct of the functions and responsibilities of the Resource Conservation Commission and the Design Review Committee of the City of Chula Vista; and

(d) the development of recommendations regarding the strategic priorities to be programmed by the Redevelopment Agency of the City of Chula Vista through its annual budget.

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(e) This corporation is organized and shall be operated exclusively for charitable purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code").

Section 2. General Purposes. The general purposes of this corporation are the following:

(a) to receive, hold, and disburse gifts, bequests, devises, and other funds to advance the specific and primary purpose of this corporation;

(b) to own, lease, and maintain suitable real and personal property which is deemed necessary to accomplish the specific and primary purpose of this corporation; and

(c) to enter into, make, and perform, and carry out contracts which are deemed necessary to accomplish the specific and primary purpose of this corporation.

ARTICLE IV NONPARTISAN ACTIVITIES

This corporation has been formed under the California Nonprofit Public Benefit Corporation Law for the purposes described above, and it shall be nonprofit and nonpartisan. No substantial part of the activities of this corporation shall consist of the publication or dissemination of materials with the purpose of attempting to influence legislation, and this corporation shall not participate or intervene in any political campaign on behalf of any candidate for public office or for or against any cause or measure being submitted to the people for a vote.

This corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of its purposes and objectives described above. Notwithstanding the foregoing sentence, this corporation shall be subject to all applicable State and Federal laws governing the conduct of local governmental entities, including but not limited to the laws described in Article XI below.

ARTICLE V DEDICATION OF ASSETS

The property of this corporation is irrevocably dedicated to charitable purposes and no part of the net income or assets of this corporation shall ever inure to the benefit of any director, officer, or member hereof or to the benefit of any private person. Upon the dissolution or winding up of this corporation, its assets remaining after payment, or provision for payment, of all of its debts and liabilities shall be distributed to the Redevelopment Agency of the City of Chula Vista provided that it is then an organization described in Section 170(c)(1) of the Code or the corresponding provision of any future United States internal revenue law; and if not, such assets shall be distributed to a nonprofit fund, foundation or corporation designated by the board of directors which is organized and operated exclusively for charitable, educational or scientific purposes and which has established its tax exempt status under Section 501(c)(3) of the Code or the corresponding provision of any future United States internal revenue law.

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ARTICLE VI MEMBERS

Section 1. Directors as Members. This corporation shall have no members. Any action which would otherwise require approval by a majority of all members or approval by the members shall require only approval of the board of directors, as authorized by Section 5310 of the California Nonprofit Corporation Law.

Section 2. Meetings. There shall be no meetings of members as such. The persons constituting the board of directors may, at any given time and from time to time, act in their capacity as members pursuant to Section 1 of this Article VI, at meetings of the board of directors held as provided in Section 4 of Article VII of these Bylaws.

ARTICLE VII DIRECTORS

Section 1. Powers.

(a) **General Corporate Powers.** Subject to the provisions of the California Nonprofit Corporation Law and any limitations in the articles of incorporation and these Bylaws, the business and affairs of this corporation shall be managed, and all corporate powers shall be exercised, by or under the direction of the board of directors; provided, however, that in order to preserve the nonprofit, exempt-from-income-tax status of this corporation, neither the board nor any member thereof shall do any act, or authorize or suffer the doing of any act by an officer or employee of this corporation, on behalf of the corporation, which is inconsistent with the articles or these Bylaws or the nonprofit purpose of this corporation. Any such act or acts shall be null and void.

(b) **Specific Powers.** Without prejudice to these general powers, and subject to the same limitations, the directors shall have the power to:

(i) Change the principal office from one location to another in the City of Chula Vista, California; and designate any place within Chula Vista, California, for the holding of any meeting or meetings.

(ii) Adopt, make, and use a corporate seal; and alter the form of the seal.

(iii) Subject to approval by a majority of the ~~City Directors~~ City Council of the City of Chula Vista, borrow money and incur indebtedness on behalf of this corporation and cause to be executed and delivered for this corporation's purposes and objectives, in the corporate name, promissory notes, bonds, debentures, deeds of trust, mortgages, pledges, hypothecations, and other evidences of debt and securities.

Section 2. Number and Qualification of Directors.

(a) Number of Directors: Increase. The number of directors shall be up to nine (9), ~~five (5)~~ none of whom shall be the duly elected or appointed and qualified members of the City Council of the City of Chula Vista ~~(City Directors)~~. The City Directors Council shall serve as the initial board of directors until such time that the ~~Chula Vista City Council~~ designates and appoints one or more ~~Independent Directors~~ pursuant to Section 3 of this Article VII ~~The number of directors may be increased by resolution of the board of directors and subject to the approval by the City Council of the City of Chula Vista.~~

Section 3. Designation and Term of Office of Independent Directors.

(a) All directors ~~other than the City Directors~~ ~~“(Independent Directors)”~~ shall be designated and appointed by the City Council of the City of Chula Vista. Unless removed by the Chula Vista City Council pursuant to Section 3(f) of this Article VII, each Director shall hold office until a successor has been appointed and qualified.

(b) The ~~Independent Directors~~ shall be designated based on the following criteria:

(i) One or more Independent Director shall have be a member of the public with expertise and experience in the field of either architecture or environmental planning;

(ii) One or more Independent Director shall have be a member of the public with expertise and experience in the field of either real estate development or business;

(iii) One or more Independent Director shall have be a community leader and/or a member of the public with expertise and experience in the fields of either finance or education;

(iv) One or more Independent Director shall have be a member of the public with expertise and experience in the field of civil engineering, urban planning and/or design, or science.

(v) One or more Director shall have expertise and experience in the field of urban planning, urban development and/or environmental law.

(c) The City Council of the City of Chula Vista shall initially designate ~~Independent Directors~~ identified above in (b)(i) and (b)(ii) to serve an initial nominal four-year term, and ~~Independent Directors~~ identified above in (b)(iii) and (b)(iv) ~~(b)(v)~~ to serve an initial nominal two-year term, terminating on June 30th of the fourth and second year, respectively. After the completion of the initial terms of office, each ~~Independent Director's~~ term of office shall be four years.

(d) After the completion of the initial term of office, each Independent Director may be re-appointed by the City Council of the City of Chula Vista. The Independent Directors shall be limited to a maximum of two (2) consecutive terms and an interval of two (2) years must pass before a person who has served two (2) consecutive terms may be reappointed; provided, further, that for the purpose of this section an appointment to fill an initial term or an unexpired term of less than two (2) years in duration shall not be considered as a term; however, any appointment to fill an initial term or an unexpired term in excess of two (2) years shall be considered to be a full term.

(e) Events Causing Vacancy on the Board. A vacancy or vacancies on the board of directors shall be deemed to exist on the occurrence of any of the following: (i) the death, resignation, or removal of any Independent Director, (ii) the declaration by resolution of the board of directors of a vacancy of the office of Independent Director who has been declared of unsound mind by an order of court or convicted of a felony or has been found by final order or judgment of any court to have breached any duty under Article 3 of Chapter 2 of the California Nonprofit Corporation Law, (iii) the vote of a majority of the City Council of the City of Chula Vista to remove an Independent Director with or without cause; (iv) the expiration of the term of an Independent Director who is not re-appointed to a subsequent term of office, ~~(v) the increase of the authorized number of directors, or~~ (vi) the failure of the City Council of the City of Chula Vista, at any meeting of such City Council at which any Independent Director or Directors are to be appointed, to appoint the number of Independent Directors to be appointed at such meeting.

(f) Resignations and Removals. Except as provided in this paragraph, any Independent Director may resign by giving written notice to the chair of the board, or to the chief executive officer or the secretary of the board. The resignation shall be effective when notice is given unless the notice specifies a later time for the resignation to become effective. Independent Directors serve at the pleasure of the City Council of the City of Chula Vista; and the City Council of the City of Chula Vista may, by majority vote, at any time remove any Independent Director for any reason.

(g) Filling Vacancies. Vacancies in the office of Independent Director shall be filled by the City Council of the City of Chula Vista. Unless removed pursuant to Section 3(f) of this Article VII, each Independent Director so designated or elected shall hold office until a successor has been elected and qualified.

(h) No Vacancy on Reduction of Number of Directors. Subject to any other provisions of these bylaws, no reduction of the authorized number of directors shall have the effect of removing any Independent Director before that Director's term of office expires.

Section 4. Directors' Meetings.

(a) Place of Meetings. Meetings of the board of directors may be held at any place within the City of Chula Vista that has been designated from time to time by

resolution of the board or in the notice of the meeting. In the absence of such designation, meetings shall be held at the principal office of this corporation.

(b) Annual Meeting. The annual meeting of the board of directors shall be held each year on a date and at a time designated by the board of directors. The date so designated shall be within fifteen (15) months after the last annual meeting. At each annual meeting directors subject to election shall be elected, officers shall be elected and any other proper business may be transacted.

(c) Other Regular Meetings. Other regular meetings of the board of directors may be held at such time and place as shall from time to time be fixed by the board of directors.

(d) Special Meetings. Special meetings of the board of directors for any purpose or purposes may be called at any time by the chair of the board, the chief executive officer, or the secretary, or any two (2) directors. Notice of the time and place of special meetings shall be given to each director in accordance with the Ralph M. Brown Act, California Government Code Section 54950, *et seq.*, ("Brown Act")

(e) Quorum. A majority of the ~~authorized-appointed~~ number of directors shall constitute a quorum for the transaction of business. Every act or decision done or made by a majority of the directors present at a meeting duly held at which a quorum is present shall be regarded as the act of the board of directors, subject to the more stringent provisions of these Bylaws, the articles of incorporation, and the California Nonprofit Corporation Law, including, without limitation, those provisions in these Bylaws and the articles of incorporation relating to (i) the investment and management of the funds of this corporation, and ~~(ii) the veto power over expenditures vested in the City Directors;~~ ~~and those provisions of the California Nonprofit Corporation Law relating to a) approval of contracts or transactions in which a director has a direct or indirect material financial interest, b) appointment of committees, and c) indemnification of directors.~~ A meeting at which a quorum is initially present may continue to transact business, notwithstanding the withdrawal of directors, if any action taken is approved by at least a majority of the required quorum for that meeting.

(f) Adjournment. A majority of the directors present, whether or not constituting a quorum, may adjourn any meeting to another time and place.

(g) Notice of Adjournment. Notice of the time and place of holding an adjourned meeting shall be given in accordance with the Brown Act.

(h) Open Meeting Law Compliance. Notwithstanding any other provision of these Bylaws, including but not limited to this Section 4 and Section 5 of Article VII, the corporation shall be subject to, and comply with, all of the provisions of the Brown Act; and the board of directors shall be deemed to be a "legislative body" as defined by the Brown Act.

Section 5. Compensation. Directors may receive such compensation for their services and reimbursement for costs and expenses incurred in service to the corporation, as may

be fixed or determined by resolution of the City Council of the City of Chula Vista, as may be amended from time to time by the City Council.

ARTICLE VIII OFFICERS

Section 1. Officers. The officers of this corporation shall be a chair of the board of directors, a chief executive officer, a secretary, a chief financial officer, and a general counsel. Any number of offices may be held by the same person, except that neither the secretary nor the chief financial officer may serve concurrently as the chair of the board.

Section 2. Resignation of Officers. Any officer may resign at any time by giving written notice to the board of directors. Any resignation shall take effect at the date of the receipt of that notice or at any later time specified in that notice; and, unless otherwise specified in that notice, the acceptance of the resignation shall not be necessary to make it effective. Any resignation is without prejudice to the rights, if any, of this corporation under any contract to which the officer is a party.

Section 3. Vacancies in Office. A vacancy in any office because of death, resignation, removal, disqualification, or any other cause shall be filled only in the manner prescribed in these Bylaws for regular appointment to that office.

Section 4. Chair of the Board. The chair of the board of directors shall be the person elected by the board of directors. At the first regular meeting of the board of directors following July 1st of every year, or as soon as practical thereafter, the board shall elect a chair and a vice-chair from its members. The chair and vice-chair thus selected shall serve for a period of one year, serving as the duly elected or appointed and qualified mayor of the City of Chula Vista. The chair shall preside at meetings of the board of directors and exercise and perform such other powers and duties as may be from time to time assigned to him or her by the board of directors or prescribed by the Bylaws. In the absence of the chair, the vice-chair shall serve as the presiding officer. In the absence of the chair, the vice-chair shall serve as the presiding officer.

Section 5. Chief Executive Officer. The Chief Executive Officer shall be the duly appointed or designated Executive Director of the Redevelopment Agency. The chief executive officer shall, subject to the control of the board of directors, generally supervise, direct, and control the business of the corporation, as set forth in these Bylaws. The chief executive officer shall have such other powers and duties as may be prescribed by the board of directors or the Bylaws.

Section 6. Secretary. The secretary shall be the person appointed by the chief executive officer. The secretary shall attend to the following:

- (a) **Book of Minutes.** The secretary shall keep or cause to be kept, at the principal office or such other place as the board of directors may direct, a book of minutes of all meetings and actions of the board of directors, with the time and place of holding, whether regular or special, and, if special, how authorized, the notice given, the

names of those present at such meetings, the number of directors present or represented at directors' meetings, and the proceedings of such meetings.

(b) Notices, Agendas, Seal and Other Duties. The secretary shall give, or cause to be given, notice of all meetings of the board of directors required by the Bylaws or by law to be given, including but not limited to the agenda requirements of the Brown Act. The secretary shall keep the seal of the corporation in safe custody. The secretary shall have other powers and perform such other duties as may be prescribed by the board of directors or the Bylaws.

Section 7. Chief Financial Officer. The Chief Financial Officer shall be the person serving as the duly appointed Director of Finance of the City of Chula Vista, or his or her designee. The Chief Financial Officer shall attend to the following:

(a) Books of Account. The Chief Financial Officer shall keep and maintain, or cause to be kept and maintained, adequate and correct books and records of accounts of the properties and business transactions of this corporation. The chief financial officer shall send or cause to be given to the directors such financial statements and reports as are required to be given by law, by these Bylaws, or by the board. The books of account shall be open to inspection by any director at all reasonable times.

(b) Corporate Budget and Audit. The Chief Financial Officer shall be responsible for preparing and implementing the corporation's annual budget, and reviewing the annual audit of the corporation's books and accounts.

(c) Deposit and Disbursement of Money and Valuables. The Chief Financial Officer shall deposit and manage all money and other valuables in the name and to the credit of this corporation with such depositories as may be designated by the board of directors and the chief financial officer shall disburse the funds of this corporation as may be ordered by the board of directors, in accordance with the provisions of these Bylaws. The chief financial officer shall render to the chief executive officer and directors, whenever they request it, an account of all transactions effected by the Chief Financial Officer and of the financial condition of this corporation. The chief financial officer shall have such other powers and perform such other duties as may be prescribed by the board of directors or the Bylaws.

(d) Bond. If required by the board of directors, the Chief Financial Officer shall give this corporation a bond in the amount and with the surety or sureties specified by the board of directors for faithful performance of the duties of such office and for restoration to this corporation of all its books, papers, vouchers, money, and other property of every kind in the possession or under control of the Chief Financial Officer on such officer's death, resignation, retirement, or removal from office. The corporation shall pay the costs of acquiring, and the annual premiums on, such bond.

Section 8. General Counsel. The general counsel to the corporation shall be the person serving as the duly appointed or designated City Attorney of the City of Chula Vista, or his or her designee. The General Counsel shall advise the corporation's board and officers,

oversee legal compliance of corporation activities, approve as to form all legal documents approved or entered into by the corporation, and prepare all legal documents on behalf of the corporation.

ARTICLE IX INDEMNIFICATION OF DIRECTORS, OFFICERS, EMPLOYEES, AND AGENTS

Section 1. Right of Indemnity. To the fullest extent permitted by law, this corporation shall indemnify any present or former director, officer, employee or other "agent" of the corporation, as that term is defined in Section 5238 of the California Nonprofit Corporation Law, against all expenses, judgments, fines, settlements and other amounts actually and reasonably incurred by them in connection with any "proceeding," as that term is used in that Section, and including an action by or in the right of the corporation, by reason of the fact that the person is or was a person described in that section. "Expenses," as used in this bylaw, shall have the same meaning as in Section 5238(a) of the California Corporations Code.

Section 2. Approval of Indemnity. On written request to the board by any person seeking indemnification under Section 5238(b) or Section 5238(c) of the California Corporations Code, the board shall promptly determine under Section 5238(e) of the California Corporations Code whether the applicable standard of conduct set forth in Section 5238(b) or Section 5238(c) has been met and, if so, the board shall authorize indemnification. If the board cannot authorize indemnification because the number of directors who are parties to the proceeding with respect to which indemnification is sought prevents the formation of a quorum of directors who are not parties to that proceeding, the board shall promptly call a meeting of members. At that meeting, the members shall determine under Section 5238(e) of the California Corporations Code whether the applicable standard of conduct set forth in Section 5238(b) or Section 5238(c) has been met and, if so, the members present at the meeting in person or by proxy shall authorize indemnification.

Section 3. Advancement of Expenses. To the fullest extent permitted by law and except as otherwise determined by the board in a specific instance, expenses incurred by a person seeking indemnification under Sections 5238(b) or 5238(c) of the California Corporations Code in defending any proceeding covered by those Sections shall be advanced by the corporation before final disposition of the proceeding, on receipt by the corporation of an undertaking by or on behalf of that person that the advance will be repaid unless it is ultimately determined that the person is entitled to be indemnified by the corporation for those expenses.

Section 4. Insurance. The corporation shall have the right to purchase and maintain insurance to the full extent permitted by law on behalf of its officers, directors, employees, and other agents, against any liability asserted against or incurred by any officer, director, employee, or agent in such capacity or arising out of the officer's, director's, employee's, or agent's status as such.

ARTICLE X RECORDS AND REPORTS

Section 1. Maintenance of Corporate Records. The corporation shall keep:

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- (a) Adequate and correct books and records of account; and
- (b) Written minutes of the proceedings of its board and committees of the board.

Section 2. Inspection by Directors. Every director shall have the absolute right at any reasonable time to inspect the corporation's books, records, documents of every kind, physical properties, and the records of each of its subsidiaries. The inspection may be made in person or by the director's agent or attorney. The right of inspection includes the right to copy and make extracts of documents.

Section 3. Independent Audit and Annual Report. The corporation shall cause an independent annual financial audit and annual report to be sent to the directors for review, and be presented to the Chula Vista City Council, within six (6) months after the close of the corporation's fiscal year. That audit and report shall contain the following information, in appropriate detail, for the fiscal year:

- (a) The assets and liabilities, including the trust funds, of the corporation as of the end of the fiscal year.
- (b) The principal changes in assets and liabilities, including trust funds.
- (c) The revenue or receipts of the corporation, both unrestricted and restricted to particular purposes.
- (d) The expenses or disbursements of the corporation for both general and restricted purposes.
- (e) Any information required by Section 4 below.

The annual independent audit and annual report shall be accompanied by any report on it of independent accountants.

Section 4. Annual Statement of Certain Transactions and Indemnifications. As part of the annual report to all directors, or as a separate document if no annual report is issued, the corporation shall annually prepare and furnish to each director a statement of any transaction or indemnification of the following kind within one hundred twenty (120) days after the end of the corporation's fiscal year:

(a) Any transaction (i) in which the corporation, its parent, or its subsidiary was a party, (ii) in which an "interested person" had a direct or indirect material financial interest, and (iii) which involved more than Fifty Thousand Dollars (\$50,000.00), or was one of a number of transactions with the same interested person involving, in the aggregate, more than Fifty Thousand Dollars (\$50,000.00). For this purpose, an "interested person" is either of the following:

- (i) Any director or officer of the corporation, its parent, or subsidiary (but mere common directorship shall not be considered such an interest); or

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(ii) Any holder of more than ten percent (10%) of the voting power of the corporation, its parent, or its subsidiary. The statement shall include a brief description of the transaction, the names of interested persons involved, their relationship to the corporation, the nature of their interest in the transaction and, if practicable, the amount of that interest, provided that if the transaction was with a partnership in which the interested person is a partner, only the interest of the partnership need be stated.

(b) Any indemnifications or advances aggregating more than Ten Thousand Dollars (\$10,000.00) paid during the fiscal year to any officer or director of the corporation under Article IX of these Bylaws, unless that indemnification has already been approved by the directors under Section 5238(e) (2) of the California Corporations Code.

ARTICLE XI COMPLIANCE WITH LAWS

Section 1. Application of Political Reform Act. Notwithstanding any other provision of these Bylaws, the corporation shall be subject to, and comply with, all of the provisions of the Political Reform Act of 1976, Government Code Section 81000, *et seq.*, ("PRA"), as amended from time to time. The corporation shall be deemed to be an "agency," and each director and officer shall be deemed to be a "designated employee," as defined in the PRA. Each director and officer shall be subject to the conflict of interest reporting and disqualification requirements of the PRA. The board of directors shall adopt, periodically review, and, if necessary, amend, a "conflict of interest code" as such term is defined in the PRA.

Section 2. Application of Government Code Section 1090. ~~City Directors shall be subject to the provisions of California Government Code section 1090, *et. seq.* ("Section 1090"), as amended from time to time, and the corporation shall be deemed a "body" of which the City Director is a member. No Independent Director shall be financially interested in any contract made by him or her in his or her official capacity as a director or by the corporation. Nor shall any Independent Director be a purchaser at any sale or vendors at any purchase made by him or her in his or her official capacity as a director or made by the board of directors. The prohibitions in this Section 2 shall be interpreted in the same manner as the prohibitions contained in Government Code Section 1090, *et. seq.*~~

Section 3. Compliance with Other Laws. This corporation and its officers shall be subject to all applicable local, State and Federal laws, and all ordinances and resolutions of the City of Chula Vista, including those governing the conduct of bodies, commissions and committees of the City and members of such bodies, commissions and committees.

ARTICLE XII GENERAL CORPORATE MATTERS

Section 1. Fiscal Year. The fiscal year of this corporation shall commence on July 1 and conclude on the immediately following June 30.

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Section 2. CVRC Budget. Prior to the commencement of each fiscal year of this corporation, the board of directors shall adopt a budget setting forth the estimated capital, operating and other expenditures required in connection with, and estimated receipts from, the activities of the corporation for such fiscal year; provided, however, that during its first fiscal year, the board of directors shall adopt a budget for that initial year within four months of the first meeting of the board of directors. No budget shall become effective unless and until approved by the City Council of the City of Chula Vista. No expenditure may be made or obligation incurred which, when added to any other expenditure or obligation for the fiscal year of the corporation, exceeds the budget for that fiscal year by more than \$5,000.00 or any line item specified in the budget by more than five percent (5%), without the prior approval of a majority of the ~~City Directors~~ City Council of the City of Chula Vista.

Section 3. Redevelopment Agency Priorities and Budget. Prior to the commencement of each fiscal year of the Redevelopment Agency, the board of directors shall make recommendations to the Redevelopment Agency of the City of Chula Vista for its strategic priorities, budget, and work plan.

Section 4. Investment Policy; Money Manager. The board of directors shall adopt and annually review and, if necessary, amend an investment policy for the corporation. Neither the investment policy nor any amendment thereof shall be deemed adopted by the board of directors unless ~~a majority of the City Directors~~ the City Council of the City of Chula Vista approves such investment policy or amendment.

Section 5. Checks, Drafts, Evidence of Indebtedness. All checks, drafts or other orders for payment of money, notes or other evidences of indebtedness, issued in the name of or payable to this corporation, shall be signed or endorsed by such person or persons and in such manner as from time to time shall be determined by resolution of the board of directors. Such resolution shall require ~~the approval of the board of directors, including a majority of the City Directors~~ City Council of the City of Chula Vista.

Section 6. Corporate Contracts and Instruments. The board of directors, ~~including a majority of the City Directors~~ subject to the approval of the City Council of the City of Chula Vista, and except as otherwise provided in these Bylaws, may authorize any officer or officers, agent or agents, to enter into any contract or execute any instrument in the name of and on behalf of this corporation, and this authority may be general or confined to specific instances; and, unless so authorized or ratified by the board of directors or within the agency power of an officer, no officer, agent or employee shall have any power or authority to bind this corporation by any contract or engagement or to pledge its credit or to render it liable for any purpose or for any amount.

Section 7. Construction and Definitions. Unless the context requires otherwise, the general provisions, rules of construction, and definitions in the California Nonprofit Corporation Law shall govern the construction of these Bylaws. Without limiting the generality of the above, the masculine gender includes the feminine and neuter, the singular number includes the plural, the plural number includes the singular, and the term "person" includes both a legal entity and a natural person.

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Section 8. Compliance With Public Records Act. The Corporation shall comply with and be subject to the provisions of the California Public Records Act, California Government Code Section 6250 *et. seq.* The Corporation shall be deemed a "Local Agency" as that term is used in the California Public Records Act, and as such, shall be subject to all obligations and exemptions under the California Public Records Act.

ARTICLE XIII
AMENDMENTS

New Bylaws may be adopted or these Bylaws may be amended or repealed by a majority vote of the board of directors, ~~including a majority of the City Directors~~ subject to the ratification by the City Council of the City of Chula Vista.

ATTACHMENT 4

Chapter 2.55 Chula Vista Redevelopment Corporation

2.55.010 Creation Authorized.

The creation and formation of the Chula Vista Redevelopment Corporation is hereby authorized.

2.55.020 Purpose and Intent.

It is the purpose and intent of the city council in establishing the Chula Vista Redevelopment Corporation to create a separate entity to serve as a resource to, and to advise and make recommendations to, the city council and redevelopment agency regarding planning and redevelopment of designated territories and areas of the city. The corporation shall assume certain powers and responsibilities with respect to planning and redevelopment that were previously delegated or assigned to the Chula Vista Redevelopment Agency and the planning and resource conservation commissions, and the design review committee, of the city.

2.55.030 Territory Subject to Corporation Activities.

The corporation shall exercise its powers and functions over such territories or geographic areas of the city as the city council may from time to time designate by resolution or ordinance.

2.55.040 Functions and Duties.

The specific functions and duties of the corporation shall be as set forth in Sections 2.55.050 through 2.55.080, and in the corporation's bylaws approved by the city council, as such bylaws may from time to time be amended in accordance with its procedures.

2.55.050 Previous Planning Commission Functions.

A. Legislative Activities. In addition to the exercise by the planning commission of advisory powers and functions with respect to legislative actions within its subject matter jurisdiction, the corporation shall review and make recommendations to the city council on all legislative planning items to the extent that the items relate to those geographic areas of the city that the city council designates as areas within which the corporation has the authority to exercise planning and redevelopment functions and within the Urban Core Specific Plan Area. These advisory powers and functions of the corporation shall be in addition to, and not in lieu of, the advisory powers and functions of the planning commission with respect to legislative planning matters.

B. Administrative Activities. The corporation shall assume the functions of the planning commission with respect to administrative and quasi-judicial items that relate to lands or uses within the geographic areas of the City that the city council designates as areas within

which the corporation has the authority to exercise planning and redevelopment functions. Any action by the corporation under this paragraph shall be subject to appeal to the city council pursuant to Chapter 19.12 or Chapter 19.14, as applicable, of the Municipal Code.

2.55.060 Previous Redevelopment Agency Functions.

Notwithstanding any provisions of Chapter 2.24, the corporation shall have responsibility as follows:

A. Recommendations. With respect to consideration of owner participation agreements, disposition and development agreements, and other approvals and agreements requiring expenditure of funds (other than solely the funds of the corporation), regulations, and other legislative functions or activities (such as eminent domain, issuance of bonds, and other financial transactions not involving solely the funds of the corporation) relating to lands or uses within those geographic areas of the City that the city council designates as areas within which the corporation has the authority to exercise planning and redevelopment functions, the corporation shall transmit a recommendation on such matters to the redevelopment agency, or to the city council, as applicable.

B. Approvals. Notwithstanding the provisions of 2.55.060(A), with respect to consideration of exclusive negotiating agreements, replacement housing plans, and other approvals and agreements requiring expenditure of only the funds of the corporation, the corporation shall act on such items in accordance with the applicable provisions of the bylaws. In addition, the corporation shall assume the functions of the redevelopment agency with respect to administrative and quasi-judicial items relating to lands or uses within the geographic areas of the City that the city council designates as areas within which the corporation has the authority to exercise planning and redevelopment functions. Any action by the corporation pertaining to administrative and quasi-judicial items under this paragraph shall be subject to appeal to the city council pursuant to Chapter 19.12 or Chapter 19.14, as applicable, of the Municipal Code.

2.55.070 Previous Resource Conservation Commission Functions.

Notwithstanding any provision of Chapter 2.32, the Chula Vista Redevelopment Corporation shall carry out the duties of the resource conservation commission within those geographic areas of the City that the city council designates as areas within which the Chula Vista Redevelopment Corporation has the authority to exercise planning and redevelopment functions.

2.55.080 Previous Design Review Committee Functions.

Notwithstanding any provision of Chapter 19.14, the Chula Vista Redevelopment Corporation shall carry out the duties of the design review committee within those geographic areas of the City that the city council designates as areas within which the Chula Vista Redevelopment Corporation has the authority to exercise planning and redevelopment functions.

2.55.090 Board of Directors' Membership.

A. Number of directors. The board of directors of the corporation shall consist of up to nine (9) voting members, including five (5) "city directors" and four (4) "independent directors," none of whom shall be duly elected or appointed and qualified members of the City Council then in office.

~~B. City Directors. The five city directors shall be the five duly elected or appointed and qualified members of the city council then in office.~~

C.B. Independent Directors.

1. The ~~four independent directors~~ shall consist of members of the public appointed to the corporation board of directors by majority vote of the city council for four (4) year staggered terms, based upon the criteria and qualifications set forth in the corporation bylaws approved by the city council, as such bylaws may be amended from time to time.
2. The initial terms of ~~independent directors~~ shall be for nominal periods of two and four years, commencing upon appointment and concluding for two ~~independent directors~~ on June 30th of the second year of the term, and for the remaining two ~~independent directors~~ on June 30th of the fourth year of the term, unless an ~~independent director's~~ office becomes vacant prior to the end of such initial term. Thereafter, all ~~independent directors~~ shall serve for a term of four years, concluding on June 30th of the fourth year of the term, subject to removal or resignation pursuant to the corporation's bylaws.
3. Appointment of the ~~independent directors~~ to their initial nominal two-year and four-year terms shall be as determined by the bylaws.
4. By majority vote, the city council shall have the power to remove any ~~independent director~~ for any reason, to reappoint any ~~independent director~~ to a succeeding four-year term without any limit on the number of terms served by such independent directors except as set forth in the corporation bylaws approved by the city council, and to appoint any person meeting the criteria and qualifications set forth in the corporation bylaws to a vacant ~~independent director~~ office. Subject to the city council's power to remove a ~~an independent director~~, all directors of the corporation shall hold office until a successor has been appointed and qualified.

C. Election and Duties of Chair and Vice Chair

1. Election of chair and vice-chair. At the first regular meeting of the board of directors, following July 1st of every year, or as soon as practical

- thereafter, the board shall elect a chair and vice-chair from its membership. The chair and vice-chair shall serve for a period of one year.
2. Duties of the chair and vice-chair. The chair shall serve as presiding officer at meetings. In the absence of the chair, the vice-chair shall serve as presiding officer.

2.55.100 Operation of the Corporation

A. Time of meetings. The regular meetings of the corporation board of directors shall be held on the second and fourth Thursdays of each month, at 6:00 P.M., and at such other dates and times as the board of directors may designate as adjourned or special meetings of the board of directors of the corporation.

B. Place of meetings. Unless the corporation shall otherwise establish a meeting place in accordance with its bylaws, the meetings of the corporation board of directors shall be held at 276 Fourth Avenue, in the City of Chula Vista.

C. Notice of meetings. The meetings of the corporation board of directors, and notice thereof, shall be governed by the same rules and regulations by which the city council is bound in the conduct of public meetings.

D. Conduct of meetings. The conduct of meetings, including requirements for quorum, the vote required for passage of any motion, the means by which proposed actions are considered, and other matters, shall be undertaken in accordance with the bylaws approved by the city council, as such bylaws may be amended from time to time by the corporation board of directors.

E. Board Operating Budget. The corporation shall annually prepare a proposed corporation board of directors operating budget, including but not limited to board director stipends, training, travel, membership, and miscellaneous expenses, and costs of audit. Upon approval by the corporation board of directors, the proposed budget shall be forwarded to the city council for consideration as part of the City's annual budget.

F. Gifts and grants. Subject to approval by the city council, the corporation may accept gifts and grants from any source to assist it in the performance of its functions. In the event that private funds or funds from other governmental agencies are made available for special projects, surveys, educational programs, or general program support, the corporation is authorized to enter into appropriate contracts for the utilization of such funds in furtherance for the purpose and intent of, and the duties of functions of, the corporation, subject to ratification of such contracts by the city council.

2.55.200 Director Compensation and Reimbursement.

The city council may, by resolution, authorize and establish compensation to the board of directors of the corporation, and authorize the corporation to reimburse directors, officers and

Ordinance No.

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employees for actual, necessary and reasonable expenses, including mileage, incurred in the performance of their duties authorized, directed or approved by the corporation board of directors.

Presented by

Approved as to form by

Jim Thomson
Interim City Manager

Ann Moore
City Attorney

PASSED, APPROVED, and ADOPTED by the City Council of the City of Chula Vista, California, this 7th day of June, 2005, by the following vote:

AYES: Councilmembers: Castaneda, Davis, McCann, Rindone and Padilla

NAYS: Councilmembers: None

ABSENT: Councilmembers: None

Stephen C. Padilla, Mayor

ATTEST:

Susan Bigelow, MMC, City Clerk

STATE OF CALIFORNIA)
COUNTY OF SAN DIEGO)
CITY OF CHULA VISTA)

I, Susan Bigelow, City Clerk of Chula Vista, California, do hereby certify that the foregoing Ordinance No. 3008 had its first reading at a regular meeting held on the 24th day of May, 2005 and its second reading and adoption at a regular meeting of said City Council held on the 7th day of June, 2005.

Executed this 7th day of June 2005.

Susan Bigelow, MMC, City Clerk

CVRC RESOLUTION NO. 2007-

RESOLUTION OF THE CHULA VISTA REDEVELOPMENT
CORPORATION CITY DIRECTORS AMENDING THE CVRC
ARTICLES OF INCORPORATION TO REMOVE THE CITY
COUNCIL MEMBERS FROM THE CVRC BOARD OF
DIRECTORS

WHEREAS, on May 24, 2005, the City Council and Redevelopment Agency of the City of Chula Vista jointly adopted Resolution Nos. 2005-175 and 2005-1911, respectively, approving and adopting legal and operating documents for the formation of the Chula Vista Redevelopment Corporation ("CVRC") as a 501(c)(3) nonprofit, public benefit corporation; and

WHEREAS, the legal and operating documents adopted for the CVRC included Articles of Incorporation that set forth, among other things, the structure, composition, and operations of the CVRC; and

WHEREAS, on December 19, 2006, the City Council formed a subcommittee, consisting of the Mayor and Deputy Mayor, to review and evaluate the structure of the CVRC; and

WHEREAS, on March 22, 2007 the Council Subcommittee presented a full report for consideration by the CVRC, Redevelopment Agency, and City Council containing recommendations for structural modifications to the CVRC; and

WHEREAS, on March 22, 2007 the CVRC recommended by resolution and the Redevelopment Agency, and City Council approved by resolution the Council Subcommittee's recommendations which included removing the Council Members from the CVRC Board of Directors and that the remaining Board of Directors be supplemented by one to five Chula Vista resident(s) selected by the City Council and possessing expertise and experience in one or more of the following professional fields: education, business, finance, architecture, civil engineering, urban planning and/or design, science, environmental planning, environmental remediation, environmental law, and real estate, including real estate development, investment, and law; and

WHEREAS, staff has reviewed the proposed activity for compliance with the State of California Environmental Quality Act ("CEQA"), *California Public Resources Code Section 21000 et seq.*, and has determined that the activity is not a "Project" as defined under Section 15378(b)(5) of the State CEQA Guidelines, therefore, pursuant to Section 15060(c)(3) of the State CEQA Guidelines the activity is not subject to CEQA.

NOW, THEREFORE, BE IT RESOLVED that the City Directors of the Chula Vista Redevelopment Corporation do hereby amend sections IV and VIII of the CVRC Articles of Incorporation to wit:

IV.

This corporation's Board of Directors shall have up to nine (9) directors, none of whom

3a-1

shall be persons serving as the duly elected or appointed members of the City Council of the City of Chula Vista.

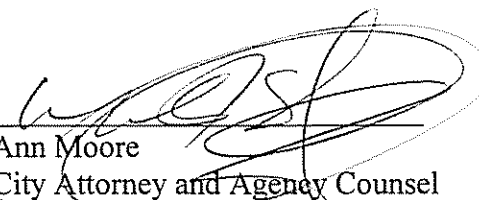
VIII.

These Articles may not be amended without the prior written consent of a majority of the members of the Chula Vista City Council.

Presented by:

Approved as to form by:

Jim Thomson
Interim City Manager and Executive Director


Ann Moore
City Attorney and Agency Counsel

CVRC RESOLUTION NO. 2007-

RESOLUTION OF THE CHULA VISTA REDEVELOPMENT
CORPORATION AMENDING THE CVRC BYLAWS TO
REMOVE THE CITY COUNCIL MEMBERS FROM THE CVRC
BOARD OF DIRECTORS

WHEREAS, on May 24, 2005, the City Council and Redevelopment Agency of the City of Chula Vista jointly adopted Resolution Nos. 2005-175 and 2005-1911, respectively, approving and adopting legal and operating documents for the formation of the Chula Vista Redevelopment Corporation ("CVRC") as a 501(c)(3) nonprofit, public benefit corporation; and

WHEREAS, the legal and operating documents adopted for the CVRC included Bylaws that set forth, among other things, the structure, composition, and operations of the CVRC; and

WHEREAS, on December 19, 2006, the City Council formed a subcommittee, consisting of the Mayor and Deputy Mayor, to review and evaluate the structure of the CVRC; and

WHEREAS, on March 22, 2007 the Council Subcommittee presented a full report for consideration by the CVRC, Redevelopment Agency, and City Council containing recommendations for structural modifications to the CVRC; and

WHEREAS, on March 22, 2007 the CVRC recommended by resolution and the Redevelopment Agency, and City Council approved by resolution the Council Subcommittee's recommendations which included removing the Council Members from the CVRC Board of Directors and that the remaining Board of Directors be supplemented by one to five Chula Vista resident(s) selected by the City Council and possessing expertise and experience in one or more of the following professional fields: education, business, finance, architecture, civil engineering, urban planning and/or design, science, environmental planning, environmental remediation, environmental law, and real estate, including real estate development, investment, and law; and

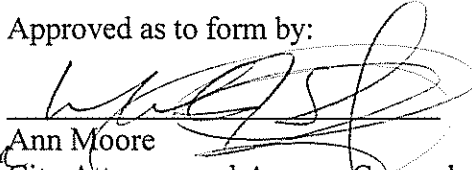
WHEREAS, staff has reviewed the proposed activity for compliance with the State of California Environmental Quality Act ("CEQA"), *California Public Resources Code Section 21000 et seq.*, and has determined that the activity is not a "Project" as defined under Section 15378(b)(5) of the State CEQA Guidelines, therefore, pursuant to Section 15060(c)(3) of the State CEQA Guidelines the activity is not subject to CEQA.

NOW, THEREFORE, BE IT RESOLVED that the Board of Directors of the Chula Vista Redevelopment Corporation do hereby amend the Chula Vista Redevelopment Corporation Bylaws as indicated on attached Exhibit 1.

Presented by:

Jim Thomson
Interim City Manager and Executive Director

Approved as to form by:


Ann Moore
City Attorney and Agency Counsel

CVRC RESOLUTION NO. 2007-
RDA RESOLUTION NO. 2007-

RESOLUTION OF THE CHULA VISTA REDEVELOPMENT
CORPORATION AND CHULA VISTA REDEVELOPMENT
AGENCY RECOMMENDING THAT THE CITY COUNCIL
AMEND CHAPTER 2.55, SECTION 2.55.090 OF THE CHULA
VISTA MUNICIPAL CODE TO REMOVE THE CITY COUNCIL
MEMBERS FROM THE CVRC BOARD OF DIRECTORS

WHEREAS, on May 24, 2005, the City Council and Redevelopment Agency of the City of Chula Vista jointly adopted Resolution Nos. 2005-175 and 2005-1911, respectively, approving and adopting legal and operating documents for the formation of the Chula Vista Redevelopment Corporation ("CVRC") as a 501(c)(3) nonprofit, public benefit corporation; and

WHEREAS, the legal and operating documents adopted for the CVRC included chapter 2.55 of the Chula Vista Municipal Code that set forth, among other things, the structure, composition, and operations of the CVRC; and

WHEREAS, on December 19, 2006, the City Council formed a subcommittee, consisting of the Mayor and Deputy Mayor, to review and evaluate the structure of the CVRC; and

WHEREAS, on March 22, 2007 the Council Subcommittee presented a full report for consideration by the CVRC, Redevelopment Agency, and City Council containing recommendations for structural modifications to the CVRC; and

WHEREAS, on March 22, 2007 the CVRC recommended by resolution and the Redevelopment Agency, and City Council approved by resolution the Council Subcommittee's recommendations which included removing the Council Members from the CVRC Board of Directors and that the remaining Board of Directors be supplemented by one to five Chula Vista resident(s) selected by the City Council and possessing expertise and experience in one or more of the following professional fields: education, business, finance, architecture, civil engineering, urban planning and/or design, science, environmental planning, environmental remediation, environmental law, and real estate, including real estate development, investment, and law; and

WHEREAS, staff has reviewed the proposed activity for compliance with the State of California Environmental Quality Act ("CEQA"), *California Public Resources Code Section 21000 et seq.*, and has determined that the activity is not a "Project" as defined under Section 15378(b)(5) of the State CEQA Guidelines, therefore, pursuant to Section 15060(c)(3) of the State CEQA Guidelines the activity is not subject to CEQA.

NOW, THEREFORE, BE IT RESOLVED that the Board of Directors of the Chula Vista Redevelopment Corporation and Chula Vista Redevelopment Agency do hereby recommend that the City Council amend Chapter 2.55, Section 2.55.090 of the Chula Vista Municipal Code as indicated on attached Exhibit 1.

Presented by:

Approved as to form by:

Jim Thomson
Interim City Manager and Executive Director

Ann Moore
City Attorney and Agency Counsel

CITY COUNCIL ORDINANCE NO. 2007-

ORDINANCE OF THE CHULA VISTA CITY COUNCIL
AMENDING CHAPTER 2.55, SECTION 2.55.090 OF THE
CHULA VISTA MUNICIPAL CODE TO REMOVE THE CITY
COUNCIL MEMBERS FROM THE CVRC BOARD OF
DIRECTORS

WHEREAS, on May 24, 2005, the City Council and Redevelopment Agency of the City of Chula Vista jointly adopted Resolution Nos. 2005-175 and 2005-1911, respectively, approving and adopting legal and operating documents for the formation of the Chula Vista Redevelopment Corporation ("CVRC") as a 501(c)(3) nonprofit, public benefit corporation; and

WHEREAS, the legal and operating documents adopted for the CVRC included chapter 2.55 of the Chula Vista Municipal Code that set forth, among other things, the structure, composition, and operations of the CVRC; and

WHEREAS, on December 19, 2006, the City Council formed a subcommittee, consisting of the Mayor and Deputy Mayor, to review and evaluate the structure of the CVRC; and

WHEREAS, on March 22, 2007 the Council Subcommittee presented a full report for consideration by the CVRC, Redevelopment Agency, and City Council containing recommendations for structural modifications to the CVRC; and

WHEREAS, on March 22, 2007 the CVRC recommended by resolution and the Redevelopment Agency, and City Council approved by resolution the Council Subcommittee's recommendations which included removing the Council Members from the CVRC Board of Directors and that the remaining Board of Directors be supplemented by one to five Chula Vista resident(s) selected by the City Council and possessing expertise and experience in one or more of the following professional fields: education, business, finance, architecture, civil engineering, urban planning and/or design, science, environmental planning, environmental remediation, environmental law, and real estate, including real estate development, investment, and law; and

WHEREAS, staff has reviewed the proposed activity for compliance with the State of California Environmental Quality Act ("CEQA"), *California Public Resources Code Section 21000 et seq.*, and has determined that the activity is not a "Project" as defined under Section 15378(b)(5) of the State CEQA Guidelines, therefore, pursuant to Section 15060(c)(3) of the State CEQA Guidelines the activity is not subject to CEQA.

NOW, THEREFORE, the City Council of the City of Chula Vista does ordain as follows:

SECTION 1: That Chapter 2.55, Section 2.55.090 of the Chula Vista Municipal Code is amended to read as follows:

2.55.090. Board of Directors' Membership.

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A. Number of directors. The board of directors of the corporation shall consist of up to nine (9) voting members, none of whom shall be duly elected or appointed and qualified members of the City Council then in office.

B. Directors.

1. The directors shall consist of members of the public appointed to the corporation board of directors by majority vote of the city council for four (4) year staggered terms, based upon the criteria and qualifications set forth in the corporation bylaws approved by the city council, as such bylaws may be amended from time to time.
2. The initial terms of directors shall be for nominal periods of two and four years, commencing upon appointment and concluding for two directors on June 30th of the second year of the term, and for the remaining two directors on June 30th of the fourth year of the term, unless an director's office becomes vacant prior to the end of such initial term. Thereafter, all directors shall serve for a term of four years, concluding on June 30th of the fourth year of the term, subject to removal or resignation pursuant to the corporation's bylaws.
3. Appointment of the directors to their initial nominal two-year and four-year terms shall be as determined by the bylaws.
4. By majority vote, the city council shall have the power to remove any director for any reason, to reappoint any director to a succeeding four-year term without any limit on the number of terms served by such independent directors except as set forth in the corporation bylaws approved by the city council, and to appoint any person meeting the criteria and qualifications set forth in the corporation bylaws to a vacant director office. Subject to the city council's power to remove a director, all directors of the corporation shall hold office until a successor has been appointed and qualified.

C. Election and Duties of Chair and Vice Chair

1. Election of chair and vice-chair. At the first regular meeting of the board of directors, following July 1st of every year, or as soon as practical thereafter, the board shall elect a chair and vice-chair from its membership. The chair and vice-chair shall serve for a period of one year.
2. Duties of the chair and vice-chair. The chair shall serve as presiding officer at meetings. In the absence of the chair, the vice-chair shall serve as presiding officer.

3d-2

SECTION 2: This ordinance shall take effect and be in full force thirty (30) days following its second reading.

Presented by:

Jim Thomson
Interim City Manager

Approved as to form by:

Ann Moore
for City Attorney



APPLICATION

Name _____

Residence Address _____ City _____ Zip _____

Home phone _____ Bus. phone _____ Email _____

Employer _____ Occupation _____

Please check the field(s) in which you have professional preparation or expertise:

___ Architecture ___ Environmental Planning ___ Real Estate Development

___ Finance ___ Education ___ Urban Planning

___ Science ___ Environmental Law ___ Civil Engineering

___ Business ___ Urban Development ___ Urban Design

Have you previously served, or do you currently serve, on a Chula Vista Board, Committee or Commission? ___ Yes ___ No If yes, which one(s) and for what period of time? _____

Are you, or have you been, involved in any local, civic or community groups?

___ Yes ___ No _____

On a separate page, please respond to each of the following in 250 words or less:

1) Please describe the experience or special knowledge that you bring to this position.

2) What do you hope to accomplish in the role of a CVRC Director?

I am familiar with the responsibilities of the Chula Vista Redevelopment Corporation. By submitting this application, I hereby attest that the above information is accurate.

Signature _____ Date _____

Applications should be submitted to the City Clerk's Office.